

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

AFFIDAVIT OF SERVICE

I, Ishrat Khan, depose and say that I am employed by Kroll Restructuring Administration LLC (“**Kroll**”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On March 7, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served by the method set forth on the Core/2002 Service List attached hereto as **Exhibit A**:

- Debtors’ Request for Status Conference [Docket No. 1063]

On March 7, 2025, at my direction and under my supervision, employees of Kroll caused the following documents to be served by the method set forth on the Ordinary Course Professionals Service List attached hereto as **Exhibit B**:

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

- Notice of Filing of the Ordinary Course Professional Declaration of KPMG LLP [Docket No. 1067]
- Notice of Filing of the Ordinary Course Professional Declaration of Littler Mendelson P.C. [Docket No. 1070]

On March 7, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served by the method set forth on the Fee Application Service List attached hereto as **Exhibit C**:

- Fee Examiner's Final Report Regarding Combined Monthly Fee Application Request of Kroll Restructuring Administration LLC [Docket No. 1069]

Dated: March 13, 2025

/s/ Ishrat Khan
Ishrat Khan

State of New York
County of New York

Subscribed and sworn (or affirmed) to me on March 13, 2025, by Ishrat Khan, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ HERBERT BAER

Notary Public, State of New York
No BA6205563
Qualified in Westchester County
Commission Expires May 11, 2025

Exhibit A

Exhibit A
Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Akin Gump Strauss Hauer & Feld LLP	Attn: Marty L. Brimmage, Jr. 2300 N. Field Street Suite 1800 Dallas TX 75201	mbrimmage@akingump.com	Email
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Akin Gump Strauss Hauer & Feld LLP	Attn: Michael S. Stamer, Brad M. Kahn, Avi E. Luf One Bryant Park New York NY 10036	mstamer@akingump.com bkahn@akingump.com aluft@akingump.com	Email
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Ashby & Geddes, P.A.	Attn: Michael D. DeBaecke 500 Delaware Avenue, 8th Floor Wilmington DE 19801	mdebaecke@ashbygeddes.com	Email
Counsel for Dell Financial Services, L.L.C.	Austria Legal, LLC	Attn: Matthew P. Austria 1007 N. Orange Street, 4th Floor Wilmington DE 19801	maustria@austrialc.com	Email
Counsel to Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	Attn: Leslie C. Heilman, Laurel D. Roglen, Margaret A. Vesper 919 North Market Street 11th Floor Wilmington DE 19801	heilmanl@ballardspahr.com roglenl@ballardspahr.com vesperm@ballardspahr.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Kevin M. Newman Barclay Damon Tower 125 East Jefferson Street Syracuse NY 13202	knewman@barclaydamon.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Niclas A. Ferland 545 Long Wharf Drive Ninth Floor New Haven CT 06511	nferland@barclaydamon.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Scott L. Fleischer 1270 Avenue of the Americas Suite 501 New York NY 10020	sfleischer@barclaydamon.com	Email
Counsel to Drink LMNT, Inc.	Barnes & Thornburg LLP	Attn: Kevin G. Collins 222 Delaware Avenue, Suite 1200 Wilmington DE 19801	kevin.collins@btlaw.com	Email
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Counsel for Kin Properties, Inc., Jefan LLC, Aberdeen Oklahoma Associates, Pasan LLC, Esan LLC, Fundamentals Company LLC, Muffrey LLC, Fundamentals Company, Kinpark Associates, Laurie Industries Inc., Alisan Trust, Diajeff Trust, Stowsan Limited Partnership, Esue LLC, Alisan LLC, and Roseff LLC	Bayard, P.A.	Attn: Ericka F. Johnson 600 N. Market Street, Suite 400 Wilmington DE 19801	ejohnson@bayardlaw.com	Email
Counsel to The ChildSmiles Group, LLC a/k/a Abra Health	Benesch Friedlander Coplan & Aronoff LLP	Attn: Elliot M. Smith 127 Public Square, Suite 4900 Cleveland OH 44114	esmith@beneschlaw.com	Email
Counsel to Babson Macedonia Partners, LLC, TM2, LLC, The ChildSmiles Group, LLC a/k/a Abra Health	Benesch Friedlander Coplan & Aronoff LLP	Attn: Kevin M. Capuzzi, Juan E. Martinez, Jennifer R. Hoover 1313 North Market Street, Suite 1201 Wilmington DE 19801-6101	kcapuzzi@beneschlaw.com jmartinez@beneschlaw.com jhoover@beneschlaw.com	Email

Exhibit A
Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel for Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent	Blank Rome LLP	Attn: Michael B. Schaedle, Stanley B. Tarr, Jordan L. Williams 1201 N. Market Street, Suite 800 Wilmington DE 19801	mike.schaedle@blankrome.com stanley.tarr@blankrome.com jordan.williams@blankrome.com	Email
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass, and Former Stockholders	Block & Leviton, LLP	Attn: Kimberly A. Evans, Irene R. Lax 222 Delaware Ave Suite 1120 Wilmington DE 19801	kim@blockleviton.com irene@blockleviton.com	Email
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Counsel to Brookfield Properties Retail Inc	Brookfield Properties Retail Inc	Attn: Kristen N. Pate 350 N. Orleans Street Suite 300 Chicago IL 60654-1607	bk@bp retail.com	Email
Counsel to Oracle America, Inc	Buchalter, A Professional Corporation	Attn: Shawn M. Christianson 425 Market Street, Suite 2900 San Francisco CA 94105-3493	schristianson@buchalter.com	Email
Counsel to Comenity Capital Bank, CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC	Burr & Forman LLP	Attn: J. Cory Falgowski 222 Delaware Avenue, Suite 1030 Wilmington DE 19801	jfalgowski@burr.com	Email
Counsel for CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC	Burr & Forman LLP	Attn: J. Ellsworth Summers, Jr., Dana L. Robbins 50 North Laura Street, Suite 3000 Jacksonville FL 32202	esummers@burr.com drobbins@burr.com	Email
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Counsel to 3644 Long Beach Road LLC	Certilman Balin Adler & Hyman, LLP	Attn: Richard J. McCord 90 Merrick Avenue 9th Floor East Meadow NY 11554	rmccord@certilmanbalin.com	Email
Counsel to Hilco Merchant Resources, LLC	Chipman Brown Cicero & Cole, LLP	Attn: Mark L. Desgrosseilliers Hercules Plaza 1313 North Market St, Suite 5400 Wilmington DE 19801	desgross@chipmanbrown.com	Email
Counsel to Crossroads Centre II, LLC, Surprise Towne Center Holdings, LLC, VS Tempe, LLC, Vestar-CPT Tempe Marketplace, LLC	Clark Hill PLC	Attn: Audrey L. Hornisher 901 Main Street, Suite 6000 Dallas TX 75202	ahornisher@clarkhill.com	Email

Exhibit A
Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Crossroads Centre II, LLC, Surprise Towne Center Holdings, LLC, VS Tempe, LLC, Vestar-CPT Tempe Marketplace, LLC	Clark Hill PLC	Attn: Karen M. Grivner 824 N. Market Street, Suite 710 Wilmington DE 19801	kgrivner@clarkhill.com	Email
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Counsel to the Prophecy Settlement-related Liquidating Trust 2022-23	Cozen O'Connor	Attn: Marla S. Benedek, Kaan Ekiner 1201 N. Market Street Suite 1001 Wilmington DE 19801	mbenedek@cozen.com kekiner@cozen.com	Email
Counsel to Woodbolt Distribution, LLC, Glanbia Performance Nutrition, Inc., Sunwarrior Ventures LLC d/b/a Sunwarrior LLC and Sun Brothers, LLC	Cross & Simon, LLC	Attn: Christopher P. Simon 1105 North Market Street, Suite 901 Wilmington DE 19801	csimon@crosslaw.com	Email
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Counsel to Ahuja Development LLC	Duane Morris LLP	Attn: Christopher M. Winter, James C. Carignan 1201 N. Market Street, Suite 501 Wilmington DE 19801	cmwinter@duanemorris.com jccarignan@duanemorris.com	Email
Counsel to United Parcel Service, Inc. and its subsidiaries and affiliates	Faegre Drinker Biddle & Reath LLP	Attn: Michael T. Gustafson 320 South Canal Street, Suite 3300 Chicago IL 60606	mike.gustafson@faegredrinker.com	Email
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to County to Imperial Treasurer-Tax Collector	Imperial Treasurer-Tax Collector	Attn: Flora Oropeza 940 West Main Street, Suite 106 El Centro CA 92243		First Class Mail
IRS Insolvency Section	Internal Revenue Service	Centralized Insolvency Operation P.O. Box 7346 Philadelphia PA 19101-7346		First Class Mail
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Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curblene Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp.	Kelley Drye & Warren LLP	Attn: Robert L. LeHane, Jennifer D. Raviele, Allison Selick 3 World Trade Center 175 Greenwich Street New York NY 10007	KDWBankruptcyDepartment@kelleydrye.com rlehane@kelleydrye.com jrvaviele@kelleydrye.com aselick@kelleydrye.com	Email
Counsel to Ken Burton, Jr., Manatee County Tax Collector	Ken Burton, Jr., Manatee County Tax Collector	Attn: Michelle Leeson, Paralegal, Collections Specialist, CFCA 1001 3rd Ave W, Suite 240 Brandenton FL 34205-7863	legal@taxcollector.com	Email
Counsel to Frontier Bel Air LLC, Frontier Dania LLC, Frontier Osceola LLC, Frontier Dover LLC, Frontier Kissimmee LLC	Kerrick Bachert PSC	Attn: Scott A. Bachert 1411 Scottsville Road P. O. Box 9547 Bowling Green KY 42102-9547		First Class Mail

Exhibit A
Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass, and Former Stockholders	Kessler Topac Meltzer & Check LLP	Attn: J. Daniel Albert, Michael McCutcheon 280 King of Prussia Rd Radnor PA 19087	dalbert@ktmc.com	Email
Counsel to Debtors and Debtors In Possession	Kirkland & Ellis LLP	Attn: Joshua A. Sussberg, P.C., Nicole L. Greenblatt, P.C., Derek I. Hunter 601 Lexington Avenue New York NY 10022	joshua.sussberg@kirkland.com nicole.greenblatt@kirkland.com derek.hunter@kirkland.com	Email
Counsel to Debtors and Debtors In Possession	Kirkland & Ellis LLP	Attn: Mark McKane, P.C. 555 California Street San Francisco CA 94101	mark.mckane@kirkland.com	Email
Counsel to Blue Owl Real Estate Capital LLC, BCDC Portfolio Owner LLC, and BCHQ Owner LLC	Klehr Harrison Harvey Branzburg LLP	Attn: Domenic E. Pacitti 919 N. Market Street, Suite 1000 Wilmington DE 19801-3062	dpacitti@klehr.com	Email
Counsel to Blue Owl Real Estate Capital LLC, BCDC Portfolio Owner LLC, and BCHQ Owner LLC	Klehr Harrison Harvey Branzburg LLP	Attn: Morton R. Branzburg 1835 Market Street, Suite 1400 Philadelphia PA 19103	mbranzburg@klehr.com	Email
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Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curblin Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp., MJK Real Estate Holding Company, LLC	Law Office of Susan E. Kaufman	Attn: Susan E. Kaufman 919 N. Market Street, Suite 460 Wilmington DE 19801	skaufman@skaufmanlaw.com	Email
Counsel to Nueces County, McLennan County, Kerr County, Hidalgo County, City of McAllen	Linebarger Goggan Blair & Sampson, LLP	Attn: Diane W. Sanders PO Box 17428 Austin TX 78760-7428	austin.bankruptcy@lgbs.com	Email
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Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to Cypress-Fairbanks ISD, Harris County, Galveston County, Montgomery County, Ford Bend County, Katy ISD, Harris CO ESD # 08, City of Houston, Montgomery County, Harris CO ESD # 48, Lone Star College System, Harris CO ESD # 16, Harris CO ESD # 11, Houston ISD, Galveston County, Harris CO ESD # 09, Cypress-Fairbanks ISD, Deer Park ISD, Fort Bend County, Houston Comm Coll System, City of Pasadena, Jefferson County	Linebarger Goggan Blair & Sampson, LLP	Attn: Tara L. Grundemeier PO Box 3064 Houston TX 77253-3064	houston_bankruptcy@lgbs.com	Email
Counsel to Woodbolt Distribution, LLC, Glanbia Performance Nutrition, Inc., Sunwarrior Ventures LLC d/b/a Sunwarrior LLC and Sun Brothers, LLC	Lowenstein Sandler LLP	Attn: Michael S. Etkin, Michael Papandrea One Lowenstein Drive Roseland NJ 07068	metkin@lowenstein.com mpapandrea@lowenstein.com	Email
Counsel to Heritage Seymour I, LLC and Heritage Seymour II, LLC	McCarter & English, LLP	Attn: Lisa S. Bonsall Four Gateway Center 100 Mulberry Street Newark NJ 07102	lbonsall@mccarter.com	Email
Counsel to Heritage Seymour I, LLC and Heritage Seymour II, LLC, Shelbyville Road Plaza, LLC, Lichtefeld Development Trust, Lichtefeld Properties LLC	McCarter & English, LLP	Attn: Shannon D. Humiston, Kate Roggio Buck, Maliheh Zare Renaissance Centre 405 N. King Street, 8th Floor Wilmington DE 19801	shumiston@mccarter.com kbuck@mccarter.com mzare@mccarter.com	Email
Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons 700 Jeffrey Way, Suite 100 Round Rock TX 78665	jparsons@mvalaw.com	Email
Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons P.O. Box 1269 Round Rock TX 78680-1269	jparsons@mvalaw.com	Email
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Counsel to Prince George's County, Maryland	Meyers, Rodbell & Rosenbaum, P.A.	Attn: Nicole C. Kenworthy 6801 Kenilworth Avenue, Suite 400 Riverdale MD 20737-1385	bdept@mrllaw.net	Email
Counsel to New Westgate Mall LLC	Mirick, O'Connell, DeMallie & Lougee, LLP	Attn: Joseph H. Baldiga, Shannah L. Colbert 1800 West Park Dr., Suite 400 Westborough MA 01581	jbaldiga@mirickoconnell.com scolbert@mirickoconnell.com	Email
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Counsel to Bank of America, N.A., as Prepetition ABL Agent	Morgan, Lewis & Bockius LLP	Attn: David K. Shim One State Street Hartford CT 06103-3178	david.shim@morganlewis.com	Email

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Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for RCG-PSC Camp Creek Owner, LLC, University Realty Associates, LLC	Morris James LLP	Attn: Carl N. Kunz, III, Christopher M. Donnelly 500 Delaware Avenue, Suite 1500 Wilmington DE 19801	ckunz@morrisjames.com cdonnelly@morrisjames.com	Email
Counsel to BC Exchange Salt Pond	Munsch Hardt Kopf & Harr, P.C.	Attn: Deborah M. Perry 500 N. Akard Street Suite 4000 Dallas TX 75201-6659	dperry@munsch.com	Email
United States Trustee for the District of Delaware	Office of the United States Trustee for the District of Delaware	Attn: Timothy J. Fox, Esq 844 King Street, Suite 2207 Lockbox 35 Wilmington DE 19801	timothy.fox@usdoj.gov	Email
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Exhibit A
Core/2002 Service List
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to Atlantic Plaza Station LLC, Edgewood Station LLC, Fairlawn Station LLC, Harvest Station LLC, Village Mooresville Station LLC, Fairfield Station LLC, Lakewood (Ohio) Station LLC, Shoregate Station LLC, Hartville Station LLC, Jensen Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station North LLC, Southfield Station LLC, Stone Gate Station LLC, Valrico Station LLC, Wheat Ridge Station LLC, Summerville Station LLC, and Phillips Edison & Company, Beral, LLP, Laurel Lakes, LLC	Saul Ewing LLP	Attn: Monique B. DiSabatino, Mark Minuti 1201 North Market Street, Suite 2300 P.O. Box 1266 Wilmington DE 19899	monique.disabatino@saul.com mark.minuti@saul.com	Email
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Exhibit A
Core/2002 Service List
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Exhibit B

Exhibit B
Ordinary Course Professionals Service List
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Kirkland & Ellis LLP	Attn: Mark McKane, P.C.						mark.mckane@kirkland.com	Email
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Exhibit C

Exhibit C
Fee Application Service List
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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